

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEBRASKA**

In re:)	
)	Chapter 11
)	
SPECIALTY RETAIL SHOPS HOLDING CORP., <i>et al.</i> , ¹)	Case No. 19-80064-TLS
)	
Debtors.)	(Jointly Administered)
)	

**ORDER PURSUANT TO BANKRUPTCY RULE 9019 AND
SECTION 105(A) OF THE BANKRUPTCY CODE, AUTHORIZING
AND APPROVING SETTLEMENT WITH PAYLESS SHOESOURCE, INC.**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), authorizing and approving the Settlement Agreement with Payless ShoeSource, Inc. (the “Settlement Agreement”) attached hereto as **Exhibit 1**, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is a reasonable exercise of the Debtors’ business judgment and is in the best interests

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation LLC (4219); Penn-Daniels, LLC (0040); Place’s Associates’ Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); ShopKo Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592). The location of the Debtors’ service address is: 700 Pilgrim Way, Green Bay, Wisconsin, 54304. The cases have been procedurally consolidated and are being jointly administered under the case caption listed above.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion or Settlement Agreement.

of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and Settlement Agreement; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and this Court finding that no objection to the Motion has been filed; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is granted in its entirety and the Settlement Agreement is hereby APPROVED, including the releases set forth therein, and is incorporated by reference into this Order.

2. The Debtors shall pay or cause to be paid to Payless ShoeSource, Inc. the Settlement Amount within two (2) business days after the date that is the later of: (a) the date on which this Order is entered, and (b) the date on which an order approving the Settlement Agreement is entered by the Payless Court.

3. Upon the Debtors' entry into the Settlement Agreement, it shall be binding on them, their estates, any plan administrator, and any trustee appointed in these cases or any successor cases under chapter 7 and the Debtors are authorized and empowered to take any and all steps and to perform such other and further actions as are necessary to carry out, effectuate or otherwise enforce the terms, conditions, and provisions of the Settlement Agreement.

4. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Omaha, Nebraska

Dated: October 25, 2019

s/ Thomas L. Saladino

THE HONORABLE THOMAS L. SALADINO
UNITED STATES BANKRUPTCY JUDGE